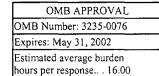
33138

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM D

Washington, D.C. 20549





NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SE	C USE ON	LY
Prefix		Serial
DA	TE RECEIV	/ED

						_ / * `\
Name of Offering ([] chec Empirix Inc. Offering of S			•	licate change.)		RECEIVED
Filing Under (Check box(es	*	[] Rule 504	[] Rule 505	[X] Rule 506	[] Section 4(6)	VA EJ AroEnOS
			A. BASIC IDENTI	FICATION DAT	A VE	DA 165 /69
1. Enter the information rec	uested about the i	ssuer				
Name of Issuer (check if th Empirix Inc.	is is an amendmen	it and name has cha	anged, and indicate	change.)		
Address of Executive Offic 1430 Main Street, Waltha	(Telephone Number (Including Area Code) 781-993-8500				
Address of Principal Busine (if different from Executive N/A		Telephone Nun	Telephone Number (Including Area Code)			
Brief Description of Busine Network and Communica		Testing				PROCESSED
Type of Business Organizat [X] corporation [] business trust	[] limi	ted partnership, alr	•	[] ot	her (please specify):	JUN 0 4 2002
Actual or Estimated Date of Jurisdiction of Incorporation	n or Organization:	(Enter two-letter U				FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

					В	. INFORM	IATION AI	BOUT OFF	ERING			
	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?									[][X]		
3.	Does the offe	ring permit	joint owne	ership of a s	single unit?.							Yes No
	Enter the info similar remu an associated or dealer. If a information s	neration for person or a more than f	solicitation agent of a b ive (5) pers	n of purcha proker or de ons to be li	sers in conr aler registe	nection with red with the	sales of sec SEC and/o	curities in the r with a stat	e offering. I e or states, l	f a person to ist the name	o be listed is of the broke	r [X] []
Full l	Name (Last na	ame first, if	individual))								
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Name	e of Associate	d Broker o	r Dealer								-	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)